

RECORDATION NO. 27170 ^B FILED

DEC 22 '09 -2 30 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

December 22, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF No. 98-037

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-037), dated as of December 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease previously filed with the Board under Recordation Numbers 27170-A and 27880.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: BB&T Equipment Finance Corporation
102 W Pennsylvania Avenue
Towson, MD 21204

Section Chief
December 22, 2009
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A description of the railroad equipment covered by the enclosed document is:

Rec. No. 27170-B: 20 flat cars within the series BNSF 927109 - BNSF 927145 as more particularly set forth in the attachment to the document;

Rec. No. 27880-A: 12 pieces of maintenance of way equipment - Budde REPT RE Parts Trailer 3H3V452C9RT000046, Nordco BAAM Auto Anchor 690037-07, Racine SAR Clip Applicator/Remover SAR-184-07, Racine SAR Clip Applicator/Remover SAR-185-07, Racine SAR Clip Applicator/Remover SAR-186-07, Swingmaster 181 Swing Loader, Plasser 09-3X Express Production Tamper 3304, L&H LHAPG-1230 Pre-Gager I04883-1-1-07, L&H LHAPG-2 Pre-Gager I04883-1-2-07, Ditch Witch RT75-H Trencher CMWRT75HC70000068, Ditch Witch RT75-H Trencher CMWRT75HE70000070 and Ditch Witch RT95-M Trencher CMWRT95MT60000094

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-037).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

DEC 22 '09 -2 30 PM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of December 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 037 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Name Soula Perakis
Assistant Vice President

Title _____

BB&T EQUIPMENT FINANCE
CORPORATION, Assignee

By _____

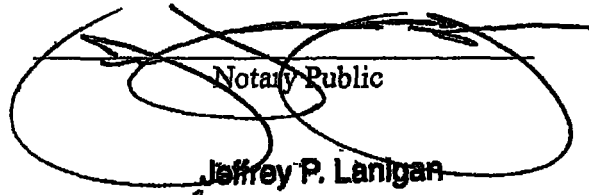
Name _____

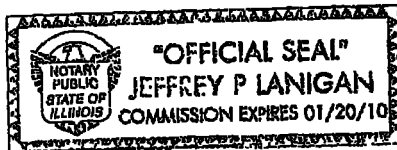
Title _____

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 17th day of December, 2009.


Notary Public
Jeffrey P. Lanigan



MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF – No. 98)

This Memorandum of Lease Assignment, dated as of December 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 037 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By _____

Name _____

Title _____

**BB&T EQUIPMENT FINANCE
CORPORATION, Assignee**

By  _____

Name
CONSTANCE W. LANCASTER

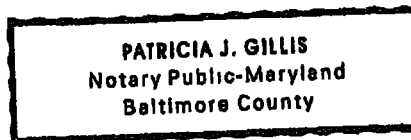
Title
SENIOR VICE PRESIDENT

State of Maryland)
County of Baltimore) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by CONSTANCE W. LANCASTER its SENIOR V.P., who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at TOWSON, MD, this 17th day of December, 2009.

Patricia J. Gillis
Notary Public



COMMISSION EXPIRES 12/4/2012

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 037.
2. Initial Term: The Initial Term of Equipment Schedule No. 037 is 84 months commencing as of May 1, 2007.
3. Equipment: The Equipment covered by Equipment Schedule No. 037 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Budde	REPT	RE Parts Trailer	3H3V452C9RT000046	J5100078
1	L & H	LHAPG-1230	Pre-Gauger	I04883-1-1-07	X6700077
20	TTX		Gang Flat Car	BNSF927109 BNSF927115 BNSF927121 BNSF927129 BNSF927130 BNSF927131 BNSF927132 BNSF927133 BNSF927134 BNSF927135 BNSF927136 BNSF927137 BNSF927138 BNSF927139 BNSF927140 BNSF927141 BNSF927142 BNSF927143 BNSF927144 BNSF927145	J63
1	NordcoBAAM	Auto Anchor		690037-07	X0100520
1	Racine	SAR	Clip Applicator/ Remover	SAR-184-07	X0100533

1	Racine	SAR	Clip Applicator/ Remover	SAR-185-07	X0100534
1	L & H	LHAPG-2	Pre-Gauger	I04883-1-2-07	X6700078
1	Racine	SAR	Clip Applicator/ Remover	SAR-186-07	X0100535
1	Swingmaster	181	Swing Loader		X2400538
1	Plasser	09-3X	Express Production Tamper	3304	X5400458
1	Ditch Witch	RT75-H	Trencher	CMWRT75HC70000068	X9300141
1	Ditch Witch	RT75-H	Trencher	CMWRT75HE70000070	X9300142
1	Ditch Witch	RT95-M	Trencher	CMWRT95MT60000094	X9300143

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 12/22/09



Robert W. Alvord